



SVI PUBLIC COMPANY LIMITED.

Head Office / Factory

142 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangkadi, Muang, Pathumtani 12000, Thailand
Phone : (662) 9639101 Fax : (662) 9639070-1 Email : office@svi.co.th http://www.svi.co.th

Bangkadi Factory

141 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangkadi, Muang, Pathumtani 12000, Thailand
Phone : (662) 9636401-10 Fax : (662) 9636409



MD 551725

Date: March 30, 2012

Subject: Notice of the Annual General Meeting of the Shareholders No. 1/2012

To: Shareholders of SVI Public Company Limited

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2011
 2. Annual Report for the year 2011 (CD-ROM).
 3. Bio-data of the directors who are due to retire by rotation in 2012 and recommended to be re-appointed for another term.
 4. The Company's Articles of Association relating to Shareholders Meeting and Voting.
 5. Definition of independent directors
 6. Documents or Evidences to identify the right to attend the Meeting and the details of independent directors recommended to be a proxy of shareholder.
 7. Proxy Forms A, B and C.
 8. Map of the Meeting Place.
 9. Map of the company's bus parking for transportation to the meeting.
 10. Reservation form for transportation.
 11. Registration Form

The Board of Directors of SVI Public Co., Ltd. passed a resolution to call for an Annual General Meeting of the Shareholders No. 1/2012 to convene on April 27, 2012 at 09:30 am. at Grand Conference Room, SVI Public Co., Ltd., 3rd floor, 142 Moo 5, Tiwanon Road, Bangkadi, Pathumthani to consider and approve the following agenda:

1. To certify the Minutes of the Annual General Meeting of Shareholders 1/2011.

The Board of Directors considers and has the opinion that the Annual General Meeting of Shareholders 1/2011 held on April 27, 2011 was accurately recorded and submitted to SET on time. A copy of the Minutes is attached hereto as Attachment 1.

Opinion of the Board: The Shareholders should certify and adopt the Minutes of the Ordinary General Meeting of Shareholders 1/2011 as proposed above.

2. To acknowledge the Company's operating result of the fiscal year 2011 reported by CEO

The Company's operating result and other activities for the year 2011 can be found in the Annual Report of the year 2011 as Attachment 2.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders should acknowledge the operating results of the fiscal year 2011 reported by CEO.



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3. To consider and approve the company audited financial statement for the year ended December 31, 2011.

The Company has already prepared the Financial Statement for the fiscal year ended December 31, 2011, which has already been audited by the auditor (Miss Rungnapa Lertsuwankul, CPA No. 3516 of Ernst & Young Office Limited) and approved by the Audit Committee, as the details reported in the Annual Report of the year 2011.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders Meeting should approve the Company Financial Statement for the year ended December 31, 2011, audited by the auditor and approved by the Audit Committee.

4. To consider and approve the election of Directors in substitution of retiring Directors.

In compliance with Clause 19 of the Company's Articles of Association, one-third of directors have to retire by rotation for the Annual General Meeting of Shareholders each year, and those retired directors can be re-appointed.

The Company has published in the web site from December 1, 2011 to December 22, 2011 to let Shareholders to propose any appropriate people to be considered by The Nomination and Compensation Committee. However, there is no candidate proposed by Shareholder.

There are two directors who are due to retire by rotation in this meeting as follows:

1. Dr. Suvarn Valaisathien Independent Director
2. Mr. Virapan Pulges Director

The Nomination and Compensation Committee, (excluding the Directors who have conflict of interest on this topic) proposed to reappoint the two retiring directors for another term, since they are qualified according to the Public Company Act 2535, SEC's and SET's regulation, including their education back ground, seniority, knowledge, capability and experiences in relation to the Company's business which are beneficial to the Company's, including their performances in the previous years.

In this regards, Dr. Suvarn Valaisathien, who is proposed to be re-elected for another term, will also be an independent director of the Company. His qualifications as an independent director of the Company meet the requirements of the Capital Market Supervisory Board (please see details of the independent director's qualifications in the attachment 5 which is attached to this notice). He is not an executive director, officer, employee or adviser who earns salary from the Company. He does not provide professional advisory services to the Company, its parent company, subsidiaries or associated companies or any juristic person with potential conflict of interest during the past two years. Their biographies are presented in the Attachment 3.

Opinion of the Board: The selection and nomination of Directors was undertaken according to the Company's recruitment procedure with the thorough consideration and review by the Nomination and Compensation Committee on the proper qualifications to benefit the operations of



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the Company Group. The Shareholders Meeting should thereby approve the reappointment of Dr. Suvarn Valaisathien and Mr. Mr. Virapan Pulges for another term.

5. To consider and approve the director remuneration for the year 2012.

The Nomination and Compensation Committee considered the Directors' fees and remuneration of Year 2012, by reviewing all appropriate factors and comparing them with the average fees and remuneration paid in the electronics sector with the same size of revenue and net profit. Thus, the Board of Directors' and other sub committees' fees and remuneration for the fiscal year 2012 have been proposed at the amount not exceeded Bath 8,000,000 (Baht : Eight Million), which is the same amount approved by the Annual General Meeting of Shareholders for the year 2011.

The payment made to the Board of Directors and Committees in 2011 are as follows;

1. The Chairman of the Board of Directors and the Chairman of Audit Committee received the fee quarterly and annually at Baht 850,000 in total and the allowance fee for attending the meeting was Baht 30,000 each.
2. Member of the Audit Committee received the fee quarterly and annually at Baht 850,000 in total and the allowance fee for attending the meeting was Baht 20,000 each.
3. Director and a member of the sub committees received the fee quarterly and annually at Baht 650,000 in total and the allowance fee for attending the meeting was Baht 20,000 each.

The allowance fee (Baht/person/meeting) for attending the meeting is proposed at the same rate as last year, the total fee for the whole year is depended on the number of meetings each year.

Opinion of the Board: Determination of remuneration for the Board of Directors and its such committees was thoroughly considered and reviewed respectively by The Nomination and Compensation Committee and the Board of Directors according to the remuneration payment policy and compared to industry with the same business and other appropriate factors. The Shareholders Meeting should thereby consider and approve the fees and remuneration of the Company's directors and other sub committees for year 2012 as proposed above

6. To consider and approve the appointment of the auditor and the auditor's fees for the fiscal year 2012.

As recommended by the Audit Committee, the Board of Directors considered and proposed for the appointment of the Company's auditors and their remuneration for the fiscal year 2012 as follows:

1. To approve the appointment of auditors from Ernst & Young Office Limited as the Company's auditors for 2012 with the names and CPA license numbers as follows:

- 1). Mr. Sophon Permsirivallop, Certified Public Accountant (Thailand) No. 3182 or
- 2). Ms. Rungnapa Lertsuwankul, Certified Public Accountant (Thailand) No. 3516 or
- 3). Ms. Pimjai Manitkajohnkit, Certified Public Accountant (Thailand) No. 4521

Any of the above auditors can conduct the audit and express opinion on the financial statements of the Company. In the event that all the above auditors are not available, Ernst & Young Office



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Limited is authorized to identify any auditor from Ernst & Young Office Limited who qualifies as a Certified Public Accountant to carry out the audit of the Company's financial statement.

All those mentioned auditors have no connected transaction nor conflict of interest with the Company, its subsidiaries, management, major shareholder or their related persons. However, Ernst & Young Office Limited is Globe Vision Company Limited's auditor (subsidiary) as well. Such service is not a conflict of interest that substantially impact the independency of the auditors.

- The auditor's fee for year 2012 is Baht 1,170,000 (Baht: One million one hundred and seventy thousand only) and the special audit fee for the privileges of corporate income tax exemption report, proposed at Baht 250,000 (Baht: Two hundred and fifty thousand only), both fees excluding the out-of-pocket expenses. The audit fee is reduced by Baht 200,000 from the previous year.

Note: The Company has appointed Ernst & Young Office Limited to serve as its independent auditor since year 2002, whereby Ms. Rungnapa Lertsuwankul was appointed as the Company's auditor since the fiscal year 2008.

Opinion of the Board: The selection of the auditors and the auditor's fee was carefully considered and reviewed by the Audit Committee in regards to past performances, obligations and work load, and reasonable audit fee. The Shareholders Meeting should thereby consider and approve the appointment of the auditors for the year 2012 and the auditor's fee as proposed above.

7. To consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2011.

The company's policy is to pay dividend at least 30% of consolidated net profit after deduction of all reserves required by law and the Company. However, this is dependent on the operating performance, cash flow, investment plans, financial status, restriction of laws and other considerations as deemed appropriate for the Company and its Subsidiaries.

Since the Company was impacted from the severe flooding in the 4th Quarter 2011 where the claim submitted to the insurance company has not been confirmed on the payment. The Company realized floods damages in the fiscal year 2011 resulted in negative retained earnings, whereby the Company has to reserve cash for the flood rehabilitation. Therefore, the Company's Board of Directors proposed the Meeting to consider and approve the suspension of dividend payment for the fiscal year 2011's operating result.

Opinion of the Board: The Shareholders Meeting should thereby acknowledge the suspension of dividend payment for the fiscal year 2011's operating result as proposed above.

8. To consider other issues (if any)

All shareholders are hereby cordially invited to attend the meeting on the date, time and venue specified above. Any shareholder who would like to appoint other person to attend the meeting and



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vote on his/her behalf, shall complete and sign an attached proxy form in Attachment 7 with Duty Stamp (20 Baht), plus a copy of identification card and submit the documents to the Company before attending the meeting.

In case, the Shareholders would like to come to the meeting by the Company's arranged transportation, please fill in the form, Attachment 10 and send it back to Investor Relations Department, SVI Public Co., Ltd. at thitikan@svi.co.th or Fax No. 02-963-9109. For more information, you can contact Tel. 02-963-9101 ext. 1804.

Yours sincerely,
By resolution of the Board of Directors

(Mrs. Pissamai Saibua)
The Company's Secretary